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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDINGS CORPORATION, et al.,

Debtors.¹

Hearing Date: May 21, 2019 at 10:00 a.m.
Objection Deadline: May 14, 2019

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

**DECLARATION OF SRIKANT NAYAK IN SUPPORT OF MOTION OF GROUPBY
USA, INC. FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE
CLAIM AND FOR RELATED RELIEF**

I, Srikant Nayak, of full age, make this declaration under 28 U.S.C. § 1746:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179 (collectively, the "Debtors").

1. I submit this declaration (the “Declaration”) in support of the *Motion of GroupBy USA, Inc. (“GroupBy”) for Allowance and Payment of Administrative Expense Claim and for Related Relief* (the “Motion”), filed currently with this Declaration.

2. I am the Chief Financial Officer of GroupBy. Except as otherwise indicated, all statements in this Declaration are based upon my personal knowledge, my review of relevant documents, and/or my experience. If called to testify, I would testify competently to each of the facts set forth in this Declaration. I am authorized to submit this Declaration on behalf of GroupBy.

3. GroupBy has provided, and continued post-petition to provide, software and related services to or for the benefit of the Debtors including, but not limited to, Sears Holdings Management Corporation (“SHMC”).

4. GroupBy provided SHMC with hosted third-party services, ecommerce, and related services pursuant to a written Software-as-a-Service (“SaaS”) Agreement between the parties dated December 31, 2017 (the “Agreement”).

5. In accordance with the terms of the Agreement, GroupBy submitted its most recent invoice (the “Invoice”) dated January 1, 2019, to SHMC in the amount of \$840,000.00, which amount remains unpaid and is currently due and owing. A true and correct copy of the Invoice is attached hereto as Exhibit A.

6. Attached hereto as Exhibit B is a true and correct copy of a GroupBy Order Form, dated December 31, 2017, entered into between GroupBy and SHMC.

7. Attached hereto as Exhibit C is a true and correct copy of a Purchase Order from the Debtors to GroupBy.

8. The Invoice covers services to the Debtors from January 1, 2019, through and including June 30, 2019, at the agreed upon contracted rate of \$140,000 per month.

9. GroupBy has provided its SaaS and related services to the Debtors from and after the Petition Date, without interruption, through March 31, 2019.

[Remainder of Page Intentionally Left Blank]

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 29, 2019

A handwritten signature in black ink, appearing to read "Srikant Nayak", written in a cursive style.

Srikant Nayak